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(71) Applicant (for all designated States except US): **MERCK & CO., INC.** [US/US]; 126 East Lincoln Avenue, Rahway, NJ 07065-0907 (US).

(72) Inventors; and

(75) Inventors/Applicants (for US only): **BLIZZARD**, Timothy, A. [US/US]; 126 East Lincoln Avenue, Rahway, NJ 07065-0907 (US). **GUDE**, Candido [ES/US]; 126 East Lincoln Avenue, Rahway, NJ 07065-0907 (US). **MORGAN**, Jerry, D., II [US/US]; 126 East Lincoln Avenue, Rahway, NJ 07065-0907 (US).

(74) Common Representative: **MERCK & CO., INC.**; 126 East Lincoln Avenue, Rahway, NJ 07065-0907 (US).

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(54) Title: **ESTROGEN RECEPTOR MODULATORS**

(57) Abstract: The present invention relates to compounds and derivatives thereof, their synthesis, and their use as estrogen receptor modulators. The compounds of the instant invention are ligands for estrogen receptors and as such may be useful for treatment or prevention of a variety of conditions related to estrogen functioning including: bone loss, bone fractures, osteoporosis, metastatic bone disease, Paget's disease, periodontal disease, cartilage degeneration, endometriosis, uterine fibroid disease, hot flashes, increased levels of LDL cholesterol, cardiovascular disease, impairment of cognitive functioning, cerebral degenerative disorders, restenosis, gynecomastia, vascular smooth muscle cell proliferation, obesity, incontinence, inflammation, inflammatory bowel disease, sexual dysfunction, hypertension, retinal degeneration and cancer, in particular of the breast, uterus and prostate.

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